

PLAN OF CONVERSION AND CONVERSION AGREEMENT

This Plan of Conversion and Conversion Agreement (this "**Conversion Agreement**") is made as of January 13, 2017 by HOTEL AT SOUTHPORT LLC, a Washington limited liability company ("**Company**"), TWELFTH FLOOR, LLC, a Delaware limited liability company, as the sole member of the Company (the "**Member**"), and SECO DEVELOPMENT, INC., a Washington corporation, as manager of the Company (the "**Manager**").

RECITALS

A. Before the conversion, the Company's name is Hotel at Southport LLC and the Company is a limited liability company duly organized and existing under the laws of the state of Washington (the "**Washington LLC**"). The registered agent of the Company in Washington is ACB Services LLC, 1420 Fifth Avenue, Suite 3650, Seattle, Washington 98101-4011. The Company was organized on May 29, 2013.

B. The Member and Manager of the Company deem it desirable and in the best interests of the Company to convert from a Washington LLC to a limited liability company duly organized and existing under the laws of the state of Delaware (the "**Delaware LLC**").

C. After the conversion, the Company's name will continue to be Hotel at Southport LLC and the Company will be a Delaware LLC.

D. After the conversion, the Company's registered agent in Delaware will be Registered Agent Solutions, Inc., 1679 S. Dupont Highway, Suite 100, Dover, Delaware 19901.

E. The conversion is intended to be treated as a conversion pursuant to the provisions of Section 18-214 of the Delaware Limited Liability Company Act (6 Del. C. § 18-101 et seq.), as amended from time to time (the "**Delaware Act**"), as well as Sections 25.15.436 through 25.15.451 of the Washington Limited Liability Act (Chapter 25.15 RCW), as amended (the "**Washington Act**").

AGREEMENT

In consideration of the mutual covenants and promises of the parties to this Conversion Agreement, and pursuant to the Delaware Act and the Washington Act and other good and valuable consideration, the Company, Member and Manager agree that the Company shall be converted into a Delaware LLC upon the following terms and conditions.

ARTICLE I TERMS OF CONVERSION

At the effective time of the conversion:

1. The Company will become a Delaware LLC.
2. The date of formation of the Delaware LLC will be May 29, 2013, which is the date of formation of the Washington LLC.

3. The Company will continue its existence as a Delaware LLC and will continue to be named Hotel at Southport LLC.

4. The Company will maintain Registered Agent Solutions, Inc. with an office at 1679 S. Dupont Highway, Suite 100, Dover, Delaware 19901 as its registered agent in the state of Delaware.

5. The Company will possess all the rights, privileges, immunities, powers and interests in property of the Washington LLC, whether of a public or a private nature, and will be subject to all the restrictions, liabilities and duties of the Washington LLC. All of the rights, privileges and powers of the Washington LLC, all property of the Washington LLC, real, personal and mixed, and all debts due to the Washington LLC on whatever account, including all things in action or belonging to the Washington LLC, will be vested in the Delaware LLC.

6. All property, rights, privileges, powers and interests in property, and every other interest of the Washington LLC will be the property of the Delaware LLC, vested in the Delaware LLC in the same manner as the interests were vested in the Washington LLC. The title to any real property, personal property and mixed property, whether by deed or otherwise, vested in the Washington LLC, neither reverts nor is in any way impaired by reason of the conversion.

7. All debts, liabilities, obligations and duties of the Washington LLC will attach to the Delaware LLC and may be enforced against it to the same extent as if the debts, liabilities, obligations and duties had been incurred or contracted by the Delaware LLC.

8. Any bequest, devise, gift, grant or promise contained in a will or other instrument of donation, subscription, or conveyance, which is made to the Washington LLC and which takes effect or remains payable after the conversion, will inure to the Delaware LLC.

ARTICLE II

MODE OF CARRYING CONVERSION INTO EFFECT

1. This Conversion Agreement has been authorized and approved by the undersigned Manager and Member. All documents (including a Certificate of Conversion to Limited Liability Company (the "**Delaware Certificate of Conversion**") and a Certificate of Formation of the Company (the "**Certificate of Formation**") to be filed with the Delaware Secretary of State and a Cover Sheet for Conversion of Business Entity (the "**Washington Certificate of Conversion**") to be filed with the Washington Secretary of State), shall be executed, acknowledged, filed and recorded and all required acts shall be done in order to accomplish the conversion under the provisions of the Delaware Act and the Washington Act.

2. The conversion of the Washington LLC into the Delaware LLC will take effect on the date when the Delaware Certificate of Conversion and Certificate of Formation is filed with the Delaware Secretary of State.

ARTICLE III
MANNER OF CONVERTING PERCENTAGE INTERESTS

Immediately before the effective date of the conversion, the Member of the Washington LLC will be deemed the sole member of the Delaware LLC and its membership interest will be converted into equal membership interest in the Delaware LLC and the Manager of the Washington LLC will be the manager of the Delaware LLC.

ARTICLE IV
AMENDMENTS TO ARTICLES OF ORGANIZATION
AND OPERATING AGREEMENT OF THE COMPANY

There shall be no amendments to the: (1) Certificate of Formation or Limited Liability Company Agreement of Hotel at Southport LLC filed with the Washington Secretary of State on May 29, 2013 attached hereto as Schedule A; or (2) the Limited Liability Company Agreement of Hotel at Southport LLC (a Washington Limited Liability Company) dated as of May 29, 2013, attached hereto as Schedule B, except as may be agreed by the Member. The Member and Manager approve of the Limited Liability Company Agreement of Hotel at Southport LLC (a Delaware Limited Liability Company) dated as of even date herewith, as evidenced by the Member's and Manager's signatures thereto.


[Signatures appear on following page]

IN WITNESS WHEREOF, the undersigned, intending to be legally bound hereby, have duly executed this Conversion Agreement as of the date first set forth above.

COMPANY

HOTEL AT SOUTHPORT LLC,
a Washington limited liability company

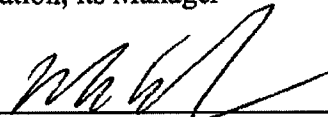
By: SECO Development, Inc., a Washington
corporation, its Manager

By: 
Michael P. Christ, its CEO

Approved by the sole Member of the Company.

TWELFTH FLOOR, LLC,
a Delaware limited liability company, sole member of
Hotel at Southport LLC, a Washington limited liability
company

By: SECO Development, Inc., a Washington
corporation, its Manager

By: 
Michael P. Christ, CEO

Approved by the Manager of the Company.

SECO DEVELOPMENT, INC., a Washington
corporation

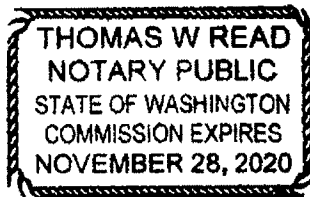
By: 
Michael P. Christ, CEO

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

On this 13th day of January, 2017, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn personally appeared **Michael P. Christ**, known to me to be the CEO of **SECO Development, Inc.**, the manager of **HOTEL AT SOUTHPORT LLC**, the Washington limited liability company that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said limited liability company, for the purposes therein mentioned, and on oath stated that he was authorized to execute said instrument.

I certify that I know or have satisfactory evidence that the person appearing before me and making this acknowledgment is the person whose true signature appears on this document.

WITNESS my hand and official seal hereto affixed the day and year in the certificate above written.



Thomas W Read
Signature

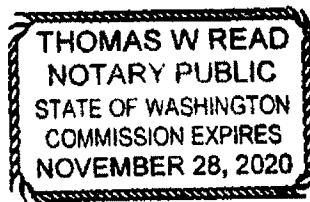
Thomas W Read
Print Name
NOTARY PUBLIC in and for the State of
Washington, residing at Seattle
My commission expires Nov. 28, 2020

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

On this 13th day of January, 2017, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn personally appeared **Michael P. Christ**, known to me to be the CEO of **SECO Development, Inc.**, the manager of **TWELFTH FLOOR, LLC**, a Delaware limited liability company, sole member of **Hotel at Southport LLC**, the Washington limited liability company that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said limited liability company, for the purposes therein mentioned, and on oath stated that he was authorized to execute said instrument.

I certify that I know or have satisfactory evidence that the person appearing before me and making this acknowledgment is the person whose true signature appears on this document.

WITNESS my hand and official seal hereto affixed the day and year in the certificate above written.



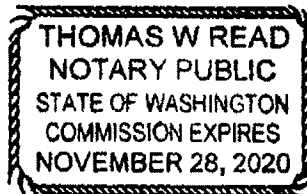
Thomas W Read
Signature
Thomas W Read
Print Name
NOTARY PUBLIC in and for the State of
Washington, residing at Seattle
My commission expires Nov. 28, 2020

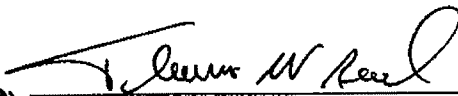
STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

On this 13th day of January, 2017, before me, the undersigned, a Notary Public in and for the State of Washington, duly commissioned and sworn personally appeared **Michael P. Christ**, known to me to be the CEO of **SECO DEVELOPMENT, INC.**, the manager of **Hotel at Southport LLC**, the Washington limited liability company that executed the foregoing instrument, and acknowledged the said instrument to be the free and voluntary act and deed of said limited liability company, for the purposes therein mentioned, and on oath stated that he was authorized to execute said instrument.

I certify that I know or have satisfactory evidence that the person appearing before me and making this acknowledgment is the person whose true signature appears on this document.

WITNESS my hand and official seal hereto affixed the day and year in the certificate above written.




Signature
Thomas W. Read
Print Name
NOTARY PUBLIC in and for the State of
Washington, residing at South
My commission expires Nov. 28, 2020